

GROUP 1 AUTOMOTIVE INC
Form 4
September 28, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOWARD ROBERT E II

2. Issuer Name **and** Ticker or Trading
Symbol
GROUP 1 AUTOMOTIVE INC
[GPI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

950 ECHO LANE, SUITE 100

(Street)

HOUSTON, TX 77024

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
09/27/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/27/2006		S	200 D \$ 50.04	18,400	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock	09/27/2006		S	150 D \$ 49.99	18,250	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock	09/27/2006		S	500 D \$ 49.98	17,750	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock	09/27/2006		S	1,500 D \$ 49.95	16,250	I	By Texas Automotive

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								Holdings, LP ⁽¹⁾
Common Stock	09/27/2006	S	250	D	\$ 49.94	16,000	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock	09/27/2006	S	700	D	\$ 49.93	15,300	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock	09/27/2006	S	50	D	\$ 49.92	15,250	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock	09/27/2006	S	800	D	\$ 49.91	14,450	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock	09/27/2006	S	7,200	D	\$ 49.9	7,250	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock	09/27/2006	S	350	D	\$ 49.89	6,900	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock	09/27/2006	S	500	D	\$ 49.88	6,400	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock	09/27/2006	S	600	D	\$ 49.87	5,800	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock	09/27/2006	S	200	D	\$ 49.86	5,600	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock	09/27/2006	S	650	D	\$ 49.85	4,950	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock	09/27/2006	S	200	D	\$ 49.84	4,750	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock	09/27/2006	S	300	D	\$ 49.82	4,450	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock	09/27/2006	S	250	D	\$ 49.8	4,200	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock	09/27/2006	S	100	D	\$ 49.79	4,100	I	By Texas Automotive Holdings, LP ⁽¹⁾

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Common Stock	09/27/2006	S	500	D	\$ 49.7	3,600	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock	09/27/2006	S	2,500	D	\$ 49.4	1,100	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock	09/27/2006	S	800	D	\$ 49.34	300	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock	09/27/2006	S	300	D	\$ 49.33	0	I	By Texas Automotive Holdings, LP ⁽¹⁾
Common Stock						809,080	D	
Common Stock						21,865	I	By Automotive Holdings-Texas, LP ⁽²⁾
Common Stock						430,000	I	By Howard Investments, LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWARD ROBERT E II 950 ECHO LANE SUITE 100 HOUSTON, TX 77024	X			

Signatures

/s/ Howard, II,
Robert E. 09/28/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Howard Investments, LLC is the sole limited partner of Texas Automotive Holdings, LP and the sole member of Texas Automotive Holdings-GP, LLC, its sole general partner.
- (2) Mr. Howard is the sole limited partner of Automotive Holdings-Texas, LP and the sole member of Automotive Holdings-Texas-GP, LLC, its sole general partner.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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